

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GREAT AMERICA NETWORKS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2002, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3476999 8100

020015068

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1549756

DATE: 01-09-02

CERTIFICATE OF INCORPORATION

OF

Great America Networks, Inc.

FIRST: The name of the corporation is Great America Networks, Inc.

SECOND: The address of the initial registered office of the corporation in the State of Delaware is 615 South DuPont Highway, in the City of Dover, County of Kent, 19901, and the name of the initial registered agent therein and in charge thereof, upon whom process against the corporation may be served is TCS Corporate Services, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares the corporation shall have authority to issue is three thousand (3,000) shares of common stock, par value of \$.01 per share.

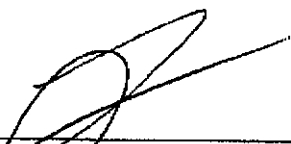
FIFTH: The corporation shall have perpetual existence.

SIXTH: No director shall be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article Sixth by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

SEVENTH: The Corporation shall have the right to indemnify any and all directors and officers to the fullest extent permitted by the Delaware General Corporation Law.

EIGHTH: The name and mailing address of the incorporator is Lance J.M. Steinhart, Lance J.M. Steinhart, P.C., 6455 East Johns Crossing, Suite 285, Duluth, Georgia 30097.

I, being the sole incorporator hereinbefore named, hereby sign this certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware this 8th day of January, 2002.



Lance J.M. Steinhart
Attorney-In-Fact

Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

MAR 28 2002

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 3-28-02
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Great America Networks, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 1/9/02

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

707 Wilshire Blvd. Ste. 4700

Los Angeles CA 90017

(b) Address of principal office in Illinois:

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield

62701

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>See Attached</u>				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	3,000	3,000

9. Paid-in Capital: \$100,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

★ **707 Wilshire Blvd., Ste. 4700, Los Angeles, CA 90017**

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: ★
- (b) Number of shares of all classes owned by residents of Illinois: **0**
- (c) Number of shares of all classes owned by non-residents of Illinois: **3,000**
- (d) Is the corporation transacting business in this state at this time? **No**
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 2/5/02 20 Great America Networks, Inc.
(Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Eric W. Brackett **Secretary** **Eric W. Brackett** **President**
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

LIST OF OFFICERS & DIRECTORS OF
Great America Networks, Inc.

Officers

Residential Addresses:

Eric Brackett, President, Treasurer and Secretary 625 N. Taylor, Oak Park, IL 60302

Directors

Eric Brackett

**All the above referenced Officers & Directors can be reached at:
707 Wilshire Blvd., Suite 4700, Los Angeles, California 90017**